

# **BUSINESS LAW SECTION**

## **CORPORATIONS COMMITTEE**

### **COMMITTEE MEETING AGENDA FOR APRIL 7, 2000**

**San Francisco  
Friday, April 7, 2000  
9:30 a.m.**

#### **I LIAISONS' REPORTS AND DISCUSSION**

1. Securities and Exchange Commission: Remarks of Rosalind Tyson (9:30 – 9:40)
2. NASD: Remarks of Kyle Lakin (9:40 – 9:50)
3. Report of liaisons from other Section Committees (9:50 -10:05)
4. Executive Committee – Remarks of Tim Hoxie and a full discussion of the results of the Long-Term Planning Retreat and its impact on the goals of the Committee (10:05 – 10:35)

#### **II APPROVAL OF MINUTES**

#### **III LEGISLATIVE PROPOSALS AND PROJECTS**

1. Proposal to amend Section 25102(f) to conform to SEC Rule 506, which requires that the issuer "reasonably believe" there are no more than 35 purchasers and that they are sophisticated: Bonenfant (10:35 – 10:50)
2. Proposed Department of Corporations rule to exempt general partners of venture capital funds from registration as investment advisors: Farman and Bonenfant (10:50 –11:00)
3. Corporations Code amendment to permit corporations to convert into other business entities: Stansell and Wertlieb (11:00 – 11:20)
4. Committee Website Developments: Caplan (11:20 – 11:35)
5. Report on status of pending legislation including SB 1488 (amendments to Section 2115), AB 2032 (exemption for LLC options), AB 244 (usury exemption for business loans), AB 1894 (interspecies merger and conversion cleanup bill), AB 1895 (Corporations Code cleanup bill), SB 1517 (relaxed restriction on distributions to shareholders of REITs). Caplan (11:35 – 11:44)
6. Report on status of approved legislative proposals. Graeser and Schmidt (one minute)

#### **IV STATUS OF OTHER ONGOING PROJECTS**

1. Educational Programs: Lucas (11:45 – 11:50)
2. Blue Sky Guide: Reinke (two minutes)
3. Guide to rendering legal opinions: Lucas, Crandall, Hamburger, Tonsfeldt (one minute)
4. Guide to Organizing a California Corporation: Lyon, Cheatham, Bonenfant, Farman (one minute)

**V PRACTICE ISSUES – (if time permits)**

**Corporation Committee Meeting Agendas**

